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***Attorneys for Inteva Products, LLC***

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	)	
	)	
In re:	)	
	)	Chapter 11
DELPHI CORPORATION, et al.,	)	Case No. 05-44481 (RDD)
	)	Jointly Administered
Debtors.	)	
-----X		

**INTEVA PRODUCTS LLC'S LIMITED OBJECTION AND RESERVATION OF  
RIGHTS WITH RESPECT TO THE PLAN TO THE EXTENT SUCH PLAN DOES NOT  
PROVIDE FOR THE ASSUMPTION OF A CERTAIN EXECUTORY CONTRACT AND  
LEASE BETWEEN THE DEBTORS AND INTEVA**

Inteva Products, LLC ("Inteva"), by its attorneys Foley & Lardner LLP, hereby submits this Limited Objection and Reservation of Rights (the "Objection") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation And Certain Affiliates, Debtors And Debtors In Possession (As Modified), dated June 16, 2009 (Docket No. 17030) (hereinafter, the "Plan"). Inteva objects to confirmation of the Plan to the extent that it does not provide for the assumption and assignment or other binding continuation of the Master Sale and Purchase Agreement Among Delphi Corporation and Inteva Products, LLC Dated as of October 15, 2007 (the "MSPA") and the Lease Agreement between Delphi Automotive Systems LLC and Inteva

Products, LLC effective February 29, 2008 (the “Lease” and together with the MSPA, the “Inteva Agreements”). Accordingly, and in support of its Objection, Inteva states as follows:

**LIMITED OBJECTION AND RESERVATION OF RIGHTS**

The Inteva Agreements are post-petition agreements of the Debtors. The Debtors have continuing obligations under the Inteva Agreements that are administrative liabilities of the Debtors’ estates. The MSPA contains, among other things, indemnification obligations of the Debtors and the Lease is an unexpired lease that runs through February 28, 2011.

Inteva understands based on conversations with the Debtors that the Inteva Agreements will be assumed by the Debtors and assigned to one of its purchasers pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Corporation, Parnassus Holdings II, LLC, and the Other Sellers and Other Buyers Party Thereto Dated as of June 1, 2009 (the “MDA”). However, despite conversations with the Debtors and other efforts, Inteva has been unable to confirm, prior to the deadline for filing objections to the Plan, whether the Inteva Agreements are “Assumed Liabilities,” as that term is defined in the MDA, or whether the Inteva Agreements are otherwise assumed under the MDA or Plan. In addition, certain schedules to the MDA listing the assumed liabilities were filed under seal and have not been made available to Inteva.

The Plan constitutes a request by the Debtors to authorize and approve the MDA. To the extent the MDA and therefore, the Plan, does not provide for the assumption and assignment or other binding continuation of the Inteva Agreements which are administrative liabilities of the Debtors’ estates, Inteva objects to confirmation of the Plan. Inteva is filing this limited objection out of an abundance of caution while it attempts to gather further information from the Debtors. Inteva reserves all of its rights to supplement this objection with a more

substantive objection, if necessary. Inteva further reserves its rights to file any claims arising under the Inteva Agreements to the extent the Agreements are not assumed and assigned or otherwise continued by the Debtors.

WHEREFORE, Inteva respectfully requests that the Court deny confirmation of the Plan to the extent that the Plan and the MDA do not provide for the assumption and assignment or other binding continuation of the Inteva Agreements and obligations of the Debtors thereunder.

Dated: Detroit, Michigan  
July 15, 2009

**FOLEY & LARDNER LLP**

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